


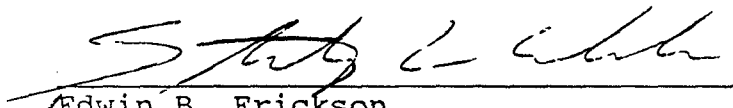
INDEMNIFICATION AND HOLD HARMLESS AGREEMENT

IN CONSIDERATION of the United States Environmental Protection Agency's designation of E.I. du Pont de Nemours and Company, Masonite Corporation, and GTE Products Corporation (the "Settling Companies") and their contractors including, but not limited to, Environmental Resources Management ("ERM"), as authorized representatives for the purpose of access to the Bell Landfill Superfund Site ("Site") located in Bradford County, Pennsylvania, Settling Companies agree to indemnify and save and hold harmless the United States, its agencies, departments, agents, officers, employees, and representatives from any and all claims or causes of action arising from or on account of entry to the Site by the Settling Companies and/or their contractors, including, but not limited to, ERM, or any acts or omissions by Settling Companies and/or their contractors, including, but not limited to, ERM, in carrying out activities on the Site pursuant to the Administrative Order by Consent for Remedial Investigation/Feasibility Study of February 11, 1991 between EPA and Settling Companies, as amended, (the "Order"), except in those instances where EPA orders or requires work over the objection of the Settling Companies in the dispute resolution procedure, as provided in the Order relating to a health and safety issue and Settling Companies carry out the work in the manner ordered or required by the EPA. This indemnification shall not be construed in any way as affecting or limiting the rights or obligations of the Settling Companies or the United States under their various contracts. For purposes of this Agreement, the term "contractors" includes any and all subcontractors. The prior Indemnification and Hold Harmless Agreement executed by Masonite Corporation on October 21, 1991, by GTE Products Corporation on August 16, 1991 and by E.I. du Pont de Nemours and Company on August 21, 1991 is replaced by this Indemnification and Hold Harmless Agreement.



GTE Products Corporation

Nov 27/1991
Date



Edwin B. Erickson
Regional Administrator
EPA Region III

12/20/91
Date

AR000264